

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

SIMPLEAIR, INC.

PLAINTIFF,

v.

AWS CONVERGENCE
TECHNOLOGIES, INC., ET AL.

DEFENDANTS.

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CIVIL ACTION NO. 2:09-CV-289-TJW

JURY TRIAL DEMANDED

**DECLARATION OF MARK BENTLEY IN SUPPORT OF DEFENDANTS'
MOTION TO TRANSFER VENUE**

I, Mark Bentley, hereby declare:

1. I am employed as Senior Director in Human Resources at Apple Inc. ("Apple") in Cupertino, California. I have been employed by Apple since 2003. I provide this declaration in support of Apple's motion to transfer venue. Unless otherwise indicated below, the statements in this declaration are based either upon my personal knowledge or corporate records maintained by Apple in the ordinary course of business.

2. Apple is a California corporation headquartered in Cupertino, which is near San Jose, California.

3. Apple designs, manufactures, and markets personal computers, portable digital music players, and mobile communication devices and sells a variety of related software, services, peripherals, and networking solutions. I understand that the Apple Push Notification Service, as used with Apple products, are at issue in this case (hereinafter, "products and services").

4. Apple has approximately 8,200 employees who work in its headquarters in Cupertino, some of whom are involved on projects relating to the above products and services.

5. Based on my research to date, it is my understanding that the research, design, and development for the above products and services took place in Cupertino. The foreseeable Apple witnesses with knowledge regarding the research, design, and development of the above products and services reside in or near Cupertino. In addition, virtually all Apple business documents and records relating to the research, design, development, and product revenue for the above products and services are located in Cupertino.

6. I am aware that Robert Borchers, Apple's former Senior Director of iPhone, Worldwide Product Marketing, left Apple on July 7, 2009. Mr. Borchers has had significant responsibility related to the marketing strategy of the iPhone. Mr. Borchers is a non-party witness with relevant knowledge. I understand that Mr. Borchers continues to reside in the Northern District of California.

7. I am aware that Apple has employees outside Cupertino, California, including employees who work at our facility in Austin, Texas. None of Apple's employees in Austin, or in any other city in Texas, has or had any responsibility related to the research, design, or development of the above products and services.

8. As of December 22, 2009, Apple has 221 retail stores in the United States.

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9. Apple has a single retail store in the Eastern District of Texas, in the city of Plano. I am not aware of any employee in the Plano retail store that could be characterized as a relevant witness regarding the products and services at issue in this litigation. Aside from the retail store in Plano, Apple does not otherwise maintain any facilities, employees, or documents in the Eastern District of Texas.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: 3/30/10


Mark Bentley